

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05 - 44481 (RDD)
:
Debtors. : (Jointly Administered)
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SECOND AMENDED ORDER SUSPENDING FURTHER PROCEEDINGS ON DEBTORS'
MOTION FOR ORDER UNDER 11 U.S.C. § 1113(c) AUTHORIZING REJECTION OF
COLLECTIVE BARGAINING AGREEMENTS AND AUTHORIZING
MODIFICATION OF RETIREE WELFARE BENEFITS UNDER 11 U.S.C. § 1114(g)

("SECOND AMENDED SECTION 1113 AND
1114 PROCEEDINGS SUSPENSION ORDER")

Upon the Motion, dated October 8, 2005 (the "Scheduling Motion"), of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. §§ 1113 and 1114 of the Bankruptcy Code¹ and Fed. R. Bankr. P. 2002(m) and 9006 establishing notice procedures, briefing schedule, and hearing date regarding the Debtors' Motion To (a) Reject Collective Bargaining Agreements Under Section 1113(c) And (b) Eliminate Retiree Medical And Life Insurance Benefits For Union-Represented Retirees Under Section 1114(g) (the "1113/1114 Motion"); and this Court having entered an order granting the Scheduling Motion on October 13, 2005 (Docket No. 232);² and the Court having received and reviewed various objections and responses to the 1113/1114 Motion filed by various parties

¹ As used herein, the term "Bankruptcy Code" means chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on October 8, 2005.

² Subsequent scheduling orders have been entered by the Court at docket nos. 2225, 2425, 2996, 4170, 5058, 5221, 5399, 5539, 5662, 6148, and 6419.

(collectively, the "Respondents");³ and the Court having commenced the contested hearing on the 1113/1114 Motion on May 9, 2006 and conducted hearings on the contested motion on various trial dates in May and June 2006; and the Court having adjourned the contested hearing on the 1113/1114 Motion to a date to be determined and the deadlines for a ruling on the 1113/1114 Motion to January 31, 2007 pursuant to the Ninth Amended Section 1113 And 1114 Scheduling Order on November 22, 2006 (Docket No. 5662); and the Court having conducted in-camera status conferences from time to time so that the Court could be apprised by the Debtors and the Respondents of the status of negotiations regarding consensual resolution of the 1113/1114 Motion; and the Debtors having filed an Expedited Motion For Order Authorizing And Approving The Equity Purchase And Commitment Agreement Pursuant To Sections 105(a), 363(b), 503(b) and 507(a) Of The Bankruptcy Code And The Plan Framework Support Agreement Pursuant To Sections 105(a), 363(b), And 1125(e) Of The Bankruptcy Code on December 18, 2006 (Docket No. 6179) (the "Plan Investment and Framework Support Motion"); and the Court having issued an Order Authorizing And Approving The Equity Purchase And Commitment Agreement Pursuant To Sections 105(a), 363(b), 503(b) and 507(a) Of The Bankruptcy Code And The Plan Framework Support Agreement Pursuant To Sections 105(a), 363(b), And 1125(e) Of The Bankruptcy Code on January 12, 2007 (Docket No. 6589) (the "Plan Investment and Framework Support Order"); and the Court having suspended further proceedings on the 1113/1114 Motion until further order of the Court and extended the date by which a ruling on the 1113/1114 Motion shall be issued to May 1, 2007 or, if the Debtors have filed a disclosure statement on or prior to May 1, 2007, until July 31, 2007 (the "Section 1113 And 1114 Suspension Order") (Docket No. 6779); and the Court having amended the Section

³ Objections and responses have been filed at docket numbers 3314, 3317, 3322, 3330, 3332, 3342, 3346, 3353, 3356, 3561, and 3628.

1113 And 1114 Suspension Order and extended the date by which a ruling on the 1113/1114 Motion shall be issued to May 31, 2007 or, if the Debtors have filed a disclosure statement on or prior to May 31, 2007, until July 31, 2007 (the "First Amended Section 1113 And 1114 Suspension Order") (Docket No. 7819); and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Section 1113 And 1114 Suspension Order (Docket No. 6779) shall continue in full force and effect except that paragraphs 2 and 3 thereof shall be amended in their entirety to read as follows:

2. The Debtors, the Respondents, and the Official Committee of Equity Security Holders (collectively, the "Parties") shall hold a meet and confer conference concerning the 1113/1114 Motion and related matters at 2:00 p.m. (Prevailing Eastern Time) on June 13, 2007 and the Court shall conduct an in-person, in-camera chambers conference pursuant to 11 U.S.C. § 105(d)(1) with the Parties at 3:00 p.m. (Prevailing Eastern Time) on June 26, 2007 so that the Court can be apprised by the Parties of the status of the Framework Agreements and negotiations regarding the consensual resolution of the 1113/1114 Motion. Parties shall be permitted to participate telephonically in such chambers conference.
3. The date by which a ruling on the 1113/1114 Motion shall be issued pursuant to 11 U.S.C. § 1113(d)(2) and 11 U.S.C. § 1114(k)(2) shall be extended, with the consent of the Debtors and the Respondents (to the extent required by statute), to June 29, 2007. The parties reserve their right to agree to additional extensions beyond these dates.

Dated: New York, New York
May 31, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE